

RECORDATION NO. 25587-E FILED

OCT 03 '06

4-29 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

September 29, 2006

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement dated September 19, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 25587.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Soo Line Railroad Company
501 Marquette Avenue, South
Minneapolis, MN 55402

A description of the railroad equipment covered by the enclosed document is one hundred fifty (150) 4600 to 4780 cu. ft., covered hopper railcars, with FURX, NDYX and NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures

(SOO016)

ASSIGN. NO. SOO016

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of September, 2006, by and between FIRST UNION RAIL CORPORATION ("Lessor"), a North Carolina corporation, and SOO LINE RAILROAD COMPANY ("Lessee"), a Minnesota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 1, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 11 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: Susan GrokulskeyName: SUSAN GROKULSKYTitle: MGR. OF DOCUMENTATIONExecuted on this 19th day of September, 2006.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

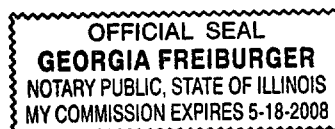
WITNESS my hand and official stamp or seal, this 19th day of September, 2006.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008

(Notary Public)



LESSEE:

SOO LINE RAILROAD COMPANY

By: P. David Sissons

Name: P. DAVID SISSONS

Title: AUP Strategic Sourcing CPMC

ATTEST:

By: Cassandra P. Quach

Name: CASSANDRA P. QUACH

Barrister and Solicitor

Title: _____

Executed on this 24 day of August, 2006 CDP

[CORPORATE SEAL]

Province STATE OF Alberta

City COUNTY OF Calgary

I, Brian D. Smith, a Notary Public of the City and State Province aforesaid, certify that C. David Sissons personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24 day of August, 2006 BDS

Brian D. Smith
Notary Public
Brian D. Smith
Barrister & Solicitor

Commission Expires:

N/A
(Notary Public)

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred fifty (150).

DESCRIPTION OF CARS: 4600 to 4780 cu. ft., covered hopper rail cars (C113).

CAR NUMBERS: See list below.

FURX	824315	NOKL	816406	NOKL	821597	NOKL	822773	NOKL	826113
FURX	826026	NOKL	816407	NOKL	821598	NOKL	822774	NOKL	826141
FURX	826182	NOKL	816410	NOKL	821604	NOKL	822775	NOKL	826166
FURX	826229	NOKL	816413	NOKL	821631	NOKL	822776	NOKL	826170
FURX	826278	NOKL	816415	NOKL	821650	NOKL	822778	NOKL	826171
NDYX	475125	NOKL	816416	NOKL	821652	NOKL	822780	NOKL	826186
NDYX	824361	NOKL	816418	NOKL	821654	NOKL	822785	NOKL	826192
NDYX	825959	NOKL	816425	NOKL	821659	NOKL	822789	NOKL	826196
NOKL	003108	NOKL	816426	NOKL	821661	NOKL	822792	NOKL	827577
NOKL	003110	NOKL	816432	NOKL	821663	NOKL	822809	NOKL	827579
NOKL	003112	NOKL	816433	NOKL	821666	NOKL	822816	NOKL	827592
NOKL	003113	NOKL	816437	NOKL	821675	NOKL	822824	NOKL	827846
NOKL	003114	NOKL	816438	NOKL	821687	NOKL	822825	NOKL	829244
NOKL	003116	NOKL	816439	NOKL	821691	NOKL	822828	NOKL	830913
NOKL	003117	NOKL	816441	NOKL	821696	NOKL	822829	NOKL	830919
NOKL	003119	NOKL	816442	NOKL	821699	NOKL	822831	NOKL	831027
NOKL	003120	NOKL	816446	NOKL	821712	NOKL	822836	NOKL	831028
NOKL	003122	NOKL	821533	NOKL	821714	NOKL	822839	NOKL	831032
NOKL	003123	NOKL	821535	NOKL	821720	NOKL	822841	NOKL	831033
NOKL	003125	NOKL	821538	NOKL	821731	NOKL	822843	NOKL	831035
NOKL	003126	NOKL	821542	NOKL	821823	NOKL	822847	NOKL	831036
NOKL	003127	NOKL	821566	NOKL	821849	NOKL	822863	NOKL	831040
NOKL	003131	NOKL	821567	NOKL	821869	NOKL	822872	NOKL	831043
NOKL	003135	NOKL	821568	NOKL	821889	NOKL	822891	NOKL	831044
NOKL	003136	NOKL	821571	NOKL	821940	NOKL	822931	NOKL	831212
NOKL	003138	NOKL	821573	NOKL	822202	NOKL	823006	NOKL	832711
NOKL	003141	NOKL	821575	NOKL	822753	NOKL	823098	NOKL	833310
NOKL	003142	NOKL	821577	NOKL	822760	NOKL	824375	NOKL	833311
NOKL	003145	NOKL	821583	NOKL	822767	NOKL	826075	RUSX	004010
NOKL	816401	NOKL	821587	NOKL	822770	NOKL	826083	RUSX	005468